## Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

## Listing of Claims:

 (original) A compound of formula I and pharmaceutically acceptable salts thereof:

$$O \longrightarrow \mathbb{R}^4$$

$$O \longrightarrow \mathbb{N}H$$

$$H_3C \longrightarrow \mathbb{N}$$

$$OCH_2C(\mathbb{R}^{1a})(\mathbb{R}^{1b})(\mathbb{R}^{1c})$$

$$\mathbb{R}^2$$

$$\mathbb{R}^2$$

wherein

R1a, R1b and R1c are each independently selected from hydrogen and fluorine;

R<sup>2</sup> is hydrogen or chlorine;

R<sup>3</sup> is chlorine or fluorine; and

 $R^4$  is selected from (1)  $C_{1-6}$  alkyl optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano,  $OR^a$ ,  $SR^a$ ,  $COR^a$ ,  $SO_2R^d$ ,  $CO_2R^a$ ,  $OC(O)R^a$ ,  $NR^bR^c$ ,  $NR^bC(O)R^a$ ,

NRbC(O)<sub>2</sub>Ra, C(O)<sub>N</sub>RbRc, and C<sub>3</sub>-8 cycloalkyl, (2) C<sub>3</sub>-8 cycloalkyl optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano and phenyl, (3) aryl optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano, ORa, SRa, C(O)<sub>2</sub>Ra, C<sub>1</sub>-4 alkyl and C<sub>1</sub>-3 haloalkyl, wherein aryl is selected from phenyl, 3,4-methylenedioxyphenyl and naphthyl, and (5) heterocycle optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano,

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ORa, SRa, C<sub>1-4</sub> alkyl optionally substituted with ORa, C<sub>3-6</sub>cycloalkyl, phenyl and C<sub>1-3</sub> haloalkyl wherein said heterocycle is selected from (a) a 5-membered heteroaromatic ring having a ring heteroatom selected from N, O and S, and optionally having up to 3 additional ring nitrogen atoms; (b) a 6-membered heteroaromatic ring containing from 1 to 3 ring nitrogen atoms and N-oxides thereof; and (c) a 5- or 6-membered non-aromatic heterocyclic ring selected from tetrahydrofuranyl, 5-oxotetrahydrofuranyl, 2-oxo-2H-pyranyl, 2-pyrrolidinone, and 6-oxo-1,6-dihydropyridazinyl;

Ra is selected from (1) hydrogen, (2) C<sub>1-4</sub> alkyl optionally substituted with 1 to 5 halogen atoms, (3) phenyl optionally substituted with 1 to 3 groups independently selected from halogen, cyano, nitro, OH, C<sub>1-4</sub> alkyloxy, C<sub>3-6</sub> cycloalkyl and C<sub>1-4</sub> alkyl optionally substituted with 1 to 5 halogen atoms, (4) C<sub>3-6</sub> cycloalkyl, and (5) pyridyl;

R<sup>b</sup> and R<sup>c</sup> are independently selected from (1) hydrogen, (2) C<sub>1-4</sub> alkyl optionally substituted with 1 to 5 groups independently selected from halogen, amino, mono-C<sub>1-4</sub>alkylamino, di-C<sub>1-4</sub>alkylamino, and SO<sub>2</sub>R<sup>d</sup>, (3) (CH<sub>2</sub>)<sub>k</sub>-phenyl optionally substituted with 1 to 3 groups selected from halogen, cyano, nitro, OH, C<sub>1-4</sub> alkyloxy, C<sub>3-6</sub> cycloalkyl and C<sub>1-4</sub> alkyl optionally substituted with 1 to 5 halogen atoms, and (4) C<sub>3-6</sub> cycloalkyl, or

Rb and Rc together with the nitrogen atom to which they are attached form a 4-, 5-, or 6-membered ring optionally containing an additional heteroatom selected from N, O, and S; or

Rb and Rc together with the nitrogen atom to which they are attached form a cyclic imide; Rd is selected from (1) C<sub>1-4</sub> alkyl optionally substituted with 1 to 3 halogen atoms, (2) C<sub>1-4</sub> alkyloxy, and (3) phenyl optionally substituted with 1 to 3 groups selected from halogen, cyano, nitro, OH, C<sub>1-4</sub> alkyloxy, C<sub>3-6</sub> cycloalkyl and C<sub>1-4</sub> alkyl optionally substituted with 1 to 5 halogen atoms; and k is 0, 1 or 2;

with the proviso that when R<sup>4</sup> is trifluoromethyl or unsubstituted isoxazolyl, R<sup>3</sup> is fluorine.

- 2. (original) A compound of Claim 1 wherein  $C(R^{1a})(R^{1b})(R^{1c})$  is selected from CH3, CF2H and CF3.
- 3. (original) A compound of Claim 1 wherein R<sup>4</sup> is an optionally substituted 5-membered heteroaromatic ring having a ring heteroatom selected from N, O and S, and optionally having up to 3 additional ring nitrogen atoms, wherein said substituent is 1 to 2 groups independently selected from halogen, OR<sup>a</sup>, C<sub>1-4</sub> alkyl optionally substituted with OR<sup>a</sup>, C<sub>3-6</sub>cycloalkyl, phenyl and C<sub>1-3</sub> haloalkyl.

4. (original) A compound of Claim 1 wherein R<sup>4</sup> is an optionally substituted 6-membered heteroaromatic ring containing from 1 to 3 ring nitrogen atoms and N-oxides thereof, wherein said substituent is 1 to 2 groups independently selected from halogen and C<sub>1-4</sub> alkyl.

5. (original) A compound of Claim 1 having the formula Ia and pharmaceutically acceptable salts thereof:

$$O \longrightarrow \mathbb{R}^4$$

$$O \longrightarrow \mathbb{N}H$$

$$O \longrightarrow \mathbb{N}H$$

$$H_3C \longrightarrow \mathbb{N}$$

$$O \longrightarrow \mathbb{N}H$$

$$O$$

wherein R<sup>1a</sup>, R<sup>1b</sup> and R<sup>1c</sup> are each independently selected from hydrogen and fluorine; R<sup>4</sup> is (a) optionally substituted 5-membered heteroaromatic ring having a ring heteroatom selected from N, O and S, and optionally having up to 3 additional ring nitrogen atoms; or (b) optionally substituted 6-membered heteroaromatic ring containing from 1 to 3 ring nitrogen atoms and N-oxides thereof; wherein the substitutent is 1 to 2 groups independently selected from halogen, C<sub>1</sub>-4alkyl optionally substituted with C<sub>1</sub>-4alkoxy, C<sub>1</sub>-4alkoxy, hydroxy, C<sub>3</sub>-6 cycloalkyl, and CF<sub>3</sub>.

6. (original) A compound of Claim 5 wherein R<sup>4</sup> is selected from optionally substituted isoxazolyl, optionally substituted oxazolyl, optionally substituted isothiazolyl, optionally substituted thiazolyl, optionally substituted pyridazinyl and optionally substituted pyrazinyl, wherein the substituent is 1 to 2 groups selected from halogen, C<sub>1</sub>-4alkyl optionally substituted with C<sub>1</sub>-4alkoxy, C<sub>1</sub>-4alkoxy, hydroxy, and CF<sub>3</sub>.

- 7. (original) A compound of Claim 5 wherein R<sup>4</sup> is selected from 3-chloro-5-isoxazolyl, 3-methoxy-5-isoxazolyl, 3-ethoxy-5-isoxazolyl, and 3-methyl-5-isoxazolyl.
  - 8. (currently amended) A compound of Claim 1 selected from:

$$O = \begin{pmatrix} R^4 \\ NH \\ OCH_2C(R^{1a})(R^{1b})(R^{1c}) \\ CI \\ H_3C \\ R^3 \\ R^2 \end{pmatrix}$$

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R <sup>4</sup>	C(R1a)(R1b)(R1c)	R <sup>2</sup>	R3
\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CF <sub>2</sub> H	C1	F
ary N	CF <sub>2</sub> H	Cl	F
F CF <sub>3</sub>	CF <sub>2</sub> H	C1	F
* \	CF <sub>2</sub> H	C1	F
N N	CF <sub>2</sub> H	Cl	F
<b>§</b>	CF <sub>2</sub> H	Cl	F
\$ \N	СН3	C1	F
* \	CF <sub>2</sub> H	C1	F
СН3	CF <sub>2</sub> H	C1	F
W N	CF3	Cl	F
No.	СН3	Cl	F

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R4	$C(R^{1a})(R^{1b})(R^{1c})$	R <sup>2</sup>	R3
& CI	СН3	Cl	F
\$ S Br	СН3	Cl	F
CH <sub>2</sub> CN	СН3	СН	F
\$\(\sigma_N^S\)	СН3	Cl	F
\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CF <sub>2</sub> H	Cl	F
\$ \( \sigma_N \)	СН3	C1	F
\$ N-0	СН3	C1	F
S CI	СН3	C1	F
	СН3	Cl	Cl
\$ \( \int_{\int_{\infty}}^{N} \cdot \)	СН3	Cl	F
\$ SN	СН3	Cl	F
\$ ON	CF <sub>2</sub> H	Cl	Cl
\$ N-0	CH <sub>3</sub>	<del>Cl</del>	<del>Cl</del>
A N	CF <sub>2</sub> H	Cl	F
TZZI	СН3	Cl	F
S N	СН3	Cl	F
\$ OH	CH3	Cl	F
CF3	CF <sub>2</sub> H	Н	F
	CH3	C1	F
<b>\$</b>	СН3	C1	F
	СН3	C1	F
\$ N CI	СН3	Cl	F

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R <sup>4</sup>	$C(R^{1a})(R^{1b})(R^{1c})$	R <sup>2</sup>	R3
200	СН3	Cl	F
\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	СН3	Cl	F
CH2CH3	СН3	C1	F
22	CF <sub>2</sub> H	Cl	F
~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	CF <sub>2</sub> H	Cl	F
2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	СН3	Cl	F
CH <sub>2</sub> SO <sub>2</sub> CH <sub>3</sub>	CF <sub>2</sub> H	C1	F
M C N	СН3	Cl	F
**************************************	CF <sub>2</sub> H	Cl	F
\$	CF <sub>2</sub> H	C1	F
\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CF <sub>2</sub> H	C1	F
\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	СН3	Cl	F
\$ NO	CF <sub>2</sub> H	Cl	F
CF3	СН3	Н	F
2 Z	СН3	C1	F
	СН3	Cl	F
§ N Ph	CF <sub>2</sub> H	Cl	F
AS HE	CF <sub>2</sub> H	Cl	F
27	СН3	Cl	F
N-O	CF3	<del>Cl</del>	Cl

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R4	$C(R^{1a})(R^{1b})(R^{1c})$	R <sup>2</sup>	R3
N N N	CF <sub>2</sub> H	Cl	F
\$ \( \sum_{N} \)	СН3	Cl	F
СН3	СН3	C1	F
S N CI	СН3	C1	F
A Link	CF <sub>2</sub> H	Cl	F
& COH	CF <sub>2</sub> H	Cl	F
*\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CF <sub>2</sub> H	Cl	Cl
\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	СН3	C1	F
§ F	CF3	Cl	F
NN NN S	CH3	Cl	F
\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	СН3	Cl	Cl
CF <sub>3</sub>	СН3	Cl	F
CCIF2	СН3	C1	F
\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CF3	Cl	Cl
(CH <sub>2</sub> ) <sub>2</sub> CH <sub>3</sub>	СН3	C1	F
CH(CH3)2	СН3	C1	F
\$ \( \sum_{N} \)	CF <sub>2</sub> H	C1	F
\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	CH3	Cl	F
ş CI	СН3	Cl	F
\$ OH	СН3	Cl	F
* 1-1/ 1/2 h	СН3	C1	F

R4	$C(R^{1a})(R^{1b})(R^{1c})$	R <sup>2</sup>	R3
\$ Lyn	СН3	C1	F
HIN	CF <sub>2</sub> H	Cl	F
*	СН3	Cl	F
	СН3	C1	F
\$ N	СН3	C1	F
\$ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\	СН3	C1	F
2 2 2	СН3	C1	F
S CI	СН3	Cl	F
CHF <sub>2</sub>	СН3	Cl	F
\$ \_\\	СН3	Cl	F
<b>\$</b>	СН3	C1	F
***	СН3	Cl	F
\$ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_	СН3	Cl	F
\$\langle^{\sigma}_{\text{N}}	СН3	Cl	F
F <sub>3</sub> C N	CF <sub>2</sub> H	Cl	F
\$ N-N	СН3	C1	F
\$ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\	CH3	Cl	F
* \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	СН3	Cl	F

and pharmaceutically acceptable salts thereof.

9. (original) A pharmaceutical composition which comprises a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier.

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